

Law Offices of

CHAPMAN AND CUTLER LLP

Theodore S. Chapman
1877-1943

Henry E. Cutler
1879-1959

111 West Monroe Street, Chicago, Illinois 60603-4080

Telephone (312) 845-3000
Facsimile (312) 701-2361
chapman.com

New York

Salt Lake City

San Francisco

October 14, 2009

Anne K. Quinlan
Acting Secretary
Surface Transportation Board
395 E Street, S.W.
Washington, DC 20423-0001

RECORDATION NO. 28061-D FILED

OCT 14 '09 -9 00 AM

SURFACE TRANSPORTATION BOARD

Re: Union Pacific Railroad Company
Capital Lease Financing
UPRR 2009-A

Dear Ms. Quinlan:

I am enclosing for recording pursuant to Section 11301 of Title 49 of the United States Code, two original copies of the Memorandum of Lessee Mortgage Agreement (UPRR 2009-A), dated as of October 15, 2009, by BTMU Capital Corporation, as lessor (the "*Lessor*"), in favor of Union Pacific Railroad Company, as lessee ("*Lessee*"), a secondary document as defined in the Surface Transportation Board's Rules for the Recordation of Documents

The enclosed document relates to the Memorandum of Lease Agreement (UPRR 2009-A), dated as of October 15, 2009, between Lessor and Lessee which is being submitted for recording concurrently therewith.

The names and addresses of the parties to the enclosed document are as follows:

Lessor	BTMU Capital Corporation 111 Huntington Avenue, Suite 400 Boston, Massachusetts 02199
Lessee.	Union Pacific Railroad Company 1400 Douglas Street Omaha, Nebraska 68179

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A description of the equipment covered as of the date hereof by the aforesaid memorandum is:

44 GE ES44AC Locomotives as more specifically described in Exhibit A attached hereto.

A short summary of the document to appear in the index follows.

Memorandum of Lessee Mortgage Agreement (UPRR 2009-A)

A fee of forty-one dollars (\$41.00) is enclosed. Please time and date stamp the enclosed copy of the enclosed document along with the extra copy of this letter as proof of filing and recordation of the enclosed document and return the original and any extra copies of such document and this letter not needed by the Board for recordation to:

Robert Alvord, Esq.
Alvord and Alvord
1050 Seventeenth Street, N.W.
Suite 301
Washington, DC 20036

If you have any questions or need further information, please do not hesitate to contact the undersigned at (312) 845-3465.

Sincerely,

CHAPMAN AND CUTLER LLP

By 
Karim R. Merchant

KRM/dk
Enclosures

Law Offices of
CHAPMAN AND CUTLER LLP

EXHIBIT A

UNITS

EQUIPMENT	QUANTITY	ROAD NUMBERS
GE ES44AC Locomotives	44	UP 7345 UP 7346 UP 7356 UP 7361- UP 7368 UP 7370 - UP 7390 UP 7411 - UP 7413 UP 7415 UP 7417 - UP 7424

RECORDATION NO.

28061-15
FILED

OCT 14 '09 -9 00 AM

**MEMORANDUM OF LESSEE MORTGAGE AGREEMENT
(UPRR 2009-A)**

SURFACE TRANSPORTATION BOARD


Memorandum of Lessee Mortgage Agreement (UPRR 2009-A), made and entered into as of October 15, 2009 by and between BTMU CAPITAL CORPORATION, a Delaware corporation ("*Lessor*"), and UNION PACIFIC RAILROAD COMPANY, a Delaware corporation ("*Lessee*").

WITNESSETH:

The undersigned have entered into that certain Lessee Mortgage Agreement (UPRR 2009-A) (as amended, supplemented or modified, the "*Lessee Mortgage*"), dated as of October 1, 2009, by which the Lessor has granted a security interest in certain railroad equipment under the Lease Agreement (UPRR 2009-A) dated as of October 1, 2009 (as amended, supplemented or modified, the "*Lease*") between Lessor and Lessee, bearing road numbers as listed on Exhibit A attached hereto and all other railroad equipment that becomes subject to the Lease to the Lessee in order to secure the Lessor's performance of its obligations as described in the Lessee Mortgage.

IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective officers duly authorized as of the date and year first above written.

BTMU CAPITAL CORPORATION

By 
Name: CHERYL A. BEHAN
Title: Senior Vice President

Executed on this 9th day of October, 2009.

UNION PACIFIC RAILROAD COMPANY


By _____
Name: Gary W. Grosz
Title: Assistant Treasurer

Executed on this ____ day of October, 2009.

STATE OF MA)
) SS:
COUNTY OF Suffolk)

On this, the 8th day of October, 2009, before me, a Notary Public in and for said County and State, personally appeared Cheryl A. Behan, who being by me duly sworn, says that (s)he is the Senior Vice Pres. of BTMU CAPITAL CORPORATION, that said instrument was signed on October 8, 2009 on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.



Name: Kathleen P. Casserly
Notary Public
My Commission Expires: August 5, 2016
Residing in Massachusetts

(SEAL)

STATE OF NEBRASKA)
) SS:
COUNTY OF DOUGLAS)

On this, the ____ day of October, 2009, before me, a Notary Public in and for said County and State, personally appeared Gary W. Grosz, who being by me duly sworn, says that he is the Assistant Treasurer of UNION PACIFIC RAILROAD COMPANY, that said instrument was signed on October ____, 2009, on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

Name:
Notary Public

My Commission Expires:

IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective officers duly authorized as of the date and year first above written.

BTMU CAPITAL CORPORATION

By _____
Name:
Title:

Executed on this ____ day of October, 2009.

UNION PACIFIC RAILROAD COMPANY

By  _____
Name: Gary W. Grosz
Title: Assistant Treasurer

Executed on this 9th day of October, 2009.

STATE OF _____)
) SS.:
COUNTY OF _____)

On this, the ____ day of October, 2009, before me, a Notary Public in and for said County and State, personally appeared _____, who being by me duly sworn, says that (s)he is the _____ of BTMU CAPITAL CORPORATION, that said instrument was signed on October __, 2009 on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

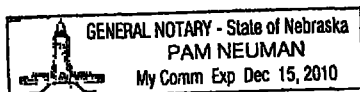
Name:
Notary Public
My Commission Expires:
Residing in _____

(SEAL)

STATE OF NEBRASKA)
) SS:
COUNTY OF DOUGLAS)

On this, the 9th day of October, 2009, before me, a Notary Public in and for said County and State, personally appeared Gary W. Grosz, who being by me duly sworn, says that he is the Assistant Treasurer of UNION PACIFIC RAILROAD COMPANY, that said instrument was signed on October 9, 2009, on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.



My Commission Expires: 12-15-2010

Pam Neuman
Name: Pam Neuman
Notary Public

EXHIBIT A

UNITS

EQUIPMENT	QUANTITY	ROAD NUMBERS
GE ES44AC Locomotives	44	UP 7345 UP 7346 UP 7356 UP 7361- UP 7368 UP 7370 - UP 7390 UP 7411 - UP 7413 UP 7415 UP 7417 - UP 7424

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document

Dated:

10/14/09



Robert W. Alvord